

96-021699

Rec Fee	.00
Check	.00

RECORDING REQUESTED BY:

Northwestern Pacific Railroad Authority
 C/O Golden Gate Bridge Highway and Transportation
 Box 9000 Presidio Station
 San Francisco, CA 94129-0601
 Attn: Carney Campion

Recorded
 Official Records
 County of
 MARIN
 JOAN C THAYER
 Recorder
 8:00am 30-Apr-96

CLTC FS 7

AND WHEN RECORDED MAIL TO:

Hanson, Bridgett, Marcus, Vlahos & Rudy
 333 Market Street, Suite 2300
 San Francisco, CA 94105-2173
 Attention: David J. Miller, Esq.

MAIL TAX STATEMENTS TO:

Northwestern Pacific Railroad Authority
 C/O Golden Gate Bridge Highway and Transportation District
 Box 9000 Presidio Station
 San Francisco, CA 94129-0601
 Attn: Carney Campion

153-1642-14, 153-1642-15, 153-1642-16

153-1642-17, 153-1642-18, 153-1642-19, 153-1642-20, 153-1642-21

SPACE ABOVE THIS LINE FOR RECORDER'S USE

153-1642-22, 153-1642-23, 153-1642-24, 153-1642-25, 153-1642-26, 153-1642-27, 153-1642-28, 153-1642-29, 153-1642-30, 153-1642-31, 153-1642-32, 153-1642-33, 153-1642-34, 153-1642-35, 153-1642-36, 153-1642-37, 153-1642-38, 153-1642-39, 153-1642-40, 153-1642-41, 153-1642-42, 153-1642-43, 153-1642-44, 153-1642-45, 153-1642-46, 153-1642-47, 153-1642-48, 153-1642-49, 153-1642-50, 153-1642-51, 153-1642-52, 153-1642-53, 153-1642-54, 153-1642-55, 153-1642-56, 153-1642-57, 153-1642-58, 153-1642-59, 153-1642-60, 153-1642-61, 153-1642-62, 153-1642-63, 153-1642-64, 153-1642-65, 153-1642-66, 153-1642-67, 153-1642-68, 153-1642-69, 153-1642-70, 153-1642-71, 153-1642-72, 153-1642-73, 153-1642-74, 153-1642-75, 153-1642-76, 153-1642-77, 153-1642-78, 153-1642-79, 153-1642-80, 153-1642-81, 153-1642-82, 153-1642-83, 153-1642-84, 153-1642-85, 153-1642-86, 153-1642-87, 153-1642-88, 153-1642-89, 153-1642-90, 153-1642-91, 153-1642-92, 153-1642-93, 153-1642-94, 153-1642-95, 153-1642-96, 153-1642-97, 153-1642-98, 153-1642-99, 153-1642-100

153-1642-14

153-1642-15

153-1642-16

153-1642-17

153-1642-18

153-1642-19

This instrument is exempt
 from Recording Fees
 (Govt. Code §27383) and
 from Documentary Transfer Tax
 (Rev. & Tax Code §11922)

QUITCLAIM DEED**(Healdsburg) Marin County, California**

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Southern Pacific Transportation Company, a Delaware corporation and successor in interest by merger with Marin and Napa Railroad Company, a California

corporation ("Grantor"), remises, releases and quitclaims to Northwestern Pacific Railroad Authority, a joint powers agency created under California law ("Grantee"), having its principal office c/o Golden Gate Bridge Highway and Transportation District at Box 9000, Presidio Station, San Francisco, California 94129-0601, all right, title, interest, claim and demand which Grantor has in and to that portion of Grantor's Northwestern Pacific railroad line located in the County of Marin, State of California, more particularly described on Exhibit A attached hereto and by this reference made a part hereof together with improvements, if any, located thereon and all appurtenances thereto, including without limitation, all strips, gaps and gores (collectively, the "Property"), subject to the reservations set forth below:

Mineral Reservation

Grantor excepts from the Property hereby quitclaimed and reserves unto itself and its successors and assigns all oil, gas, and other minerals of whatever kind or character whether now known or hereafter discovered, in and under the Property at a depth of five hundred (500) feet or more; provided that Seller shall not have a right of surface entry on or from the Property or the right to remove or impair the lateral or subjacent support of the Property.

Fiber Optics Easement Reservation

Grantor excepts from the Property hereby quitclaimed and reserves unto itself and its successors and assigns a perpetual, nonexclusive easement (the "Fiber Optics Easement") as more particularly described in and subject to the terms of that certain Fiber Optics Easement Agreement of even date herewith between Grantor and Grantee, the provisions of which are incorporated herein by this reference, together with necessary rights of access in, on, over and across the Property. The location of the Fiber Optics Easement (the "Fiber Optics Easement Property") shall be determined as provided in the Fiber Optics Easement Agreement. Grantor and its lessees, sublessees, licensees, successors and assigns shall have the right in, on, under, over and across the Fiber Optics Easement Property to own, construct, reconstruct, maintain, repair, operate, use, relocate and/or remove existing and future fiber optics communication systems, lines and facilities.

IN WITNESS WHEREOF, Grantor has set its hand and seal as of April 20, 1996.

GRANTOR:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, a Delaware corporation

ATTEST:

By: [Signature]
Secretary

By: Michael D. Ogutts
Its: VICE PRESIDENT

[SEAL]

STATE OF CALIFORNIA)

) ss.

COUNTY OF San Francisco)

On this 29th day of April, 1996, the undersigned, a Notary Public, personally appeared Michael D. Angella and _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Pam Rolph
Notary Public

EXHIBIT A

(Attached to and made a part of the
Quitclaim Deed dated April 22, 1996,
from Southern Pacific Transportation Company
to the Northwestern Pacific Railroad Authority)

THE PROPERTY

[Please refer to the attached Legal Description
consisting of one page]

L. 42
3-21-45

No Record Parcels -- Marin County

Those parcels situated in the County of Marin described as follows:

Parcel I: (V-2-1 portion of #2)

That portion, 50 feet wide, being 25 feet each side of the surveyed center line of Sonoma and Marin Railroad Company, now Southern Pacific Transportation Company, within Novato Creek, lying between the northerly line of land described in deed to San Francisco and North Pacific Railroad Company, recorded September 13, 1882 in Deed Book X, Page 378, Records of said County and the northerly bank of said creek.

Parcel II: (V-2-2 portion of #9)

That portion within Rancho Olompali: Being a portion of Survey 56, 60 and 61 of Swamp and Overflowed Land in T.3N., R. 6W., M.D.M. and being a portion of the land described in an instrument to Sonoma and Marin Railroad Company, recorded May 22, 1877 in Book P of Deed, Page 416, Records of said County.

Parcel III: (V-5-1, #1, 2 & 3)

That portion described in deeds to Marin and Napa Railroad Company, recorded May 9, 1887 in Book 5 of Deeds, Page 119 and in deed recorded September 7, 1887 in Book 5 of Deeds, Page 453, Records of said County, lying within Novato Creek as it presently exists/or formerly existed.

CERTIFICATE OF ACCEPTANCE

(pursuant to Government Code §27281)

This is to certify that the interest in real property conveyed by Quitclaim Deed dated as of April 20, 1996, from Southern Pacific Transportation company, a Delaware corporation to the Northwestern Pacific Railroad Authority, a public agency, is hereby accepted by the undersigned officer pursuant to authority conferred by Resolution No. 16-2, adopted by the Northwestern Pacific Railroad Authority on 4/1/29, 1996, and the grantee consents to recordation thereof by its duly authorized representative.

Date: 4/29, 1996By: [Signature]
Title: CHAIRMAN

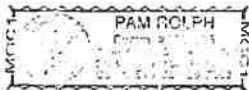
APPROVED AS TO FORM:

[Signature]
AttorneySTATE OF CALIFORNIA)
) ss.
COUNTY OF San Francisco)

On this 29th day of April, 1996, before me, personally appeared Samuel E. Harkness, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

{seal}

[Signature]
Notary Public